

MARK E. FELGER (MF9985)
JERROLD N. POSLUSNY, JR. (JP7140)
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457 Haddonfield Road
Cherry Hill, NJ 08002
(856) 910-5000
(856) 910-5075 (fax)

Attorneys for the Debtors

In re: : UNITED STATES BANKRUPTCY COURT
: FOR THE DISTRICT OF NEW JERSEY
SHAPES/ARCH HOLDINGS L.L.C., et :
al., : CHAPTER 11
Debtors. : CASE NO. 08-14631 (GMB)
(Jointly Administered)

AFFIDAVIT IN SUPPORT OF ORDINARY COURSE RETENTION

COMMONWEALTH OF Pennsylvania)
) ss:
COUNTY OF Philadelphia)

Ronald L. Panitch declares as follows:

1. I am Ronald L. Panitch of the firm of Panitch Schwarze Belisario & Nadel LLP (the “Firm”), which maintains offices at 2005 Market Street, Suite 2200 Philadelphia, PA, 19103.

2. This Affidavit is submitted in connection with an order of the United States Bankruptcy Court for the District of New Jersey dated April 23, 2008 authorizing Shapes/Arch Holdings L.L.C, Shapes L.L.C., Delair L.L.C., Accu-Weld L.L.C. and Ultra L.L.C. (the “Debtors”) to retain certain professionals in the ordinary course of business during the pendency of the Debtors’ Chapter 11 cases. The Debtors have requested, and the Firm has agreed, to continue to represent and advise the Debtors pursuant to Section 327(e) of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”).

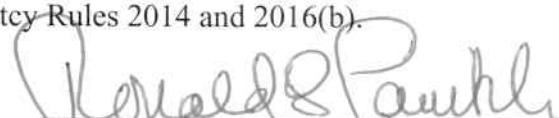
3. The Firm has provided, and/or intends to provide, the following services to the Debtors from and after the Petition Date: Transactional Intellectual Property services including protecting and securing patents and trademark rights for the debtors.

4. To the best of my knowledge, information and belief, formed after due inquiry, (i) the Firm does not currently provide services to any party in any matter related to the Debtors, and (ii) the Firm does not represent or hold an interest adverse to the Debtors or their estates with respect to the matters in which the Firm will provide services¹.

5. The Firm may now, or in the future, provide services to certain creditors of the Debtors or other parties in matters not related to the Debtors and their estates, but in this regard, the Firm's work for these clients will not include representation on any matters relating to the Debtors' Chapter 11 cases.

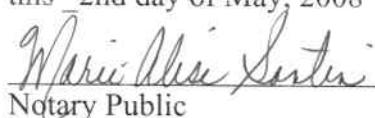
6. The Firm further states that it has not shared, nor agreed to share any compensation received in connection with these Chapter 11 cases with another party or person, other than as permitted by Section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016.

7. The foregoing constitutes the statement of the Firm pursuant to Sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).



Ronald L. Panitch
Partner
2005 Market Street Suite 2200
Once Commerce Square
Philadelphia, PA 19103
215.965.1330

Sworn to before me
this 2nd day of May, 2008



Marie Alise Santini
Notary Public

Commonwealth of Pennsylvania

NOTARIAL SEAL

Marie - Alise Santini, Notary Public
Philadelphia, Philadelphia County
My commission expires Dec 19, 2011

¹ The firm Does have a pre-petition claim in the amount of \$3,746.73.

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: SHAPES/ARCH HOLDINGS L.L.C., et : CHAPTER 11
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(Jointly Administered)

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY

Shapes/Arch Holdings L.L.C, Shapes L.L.C., Delair L.L.C., Accu-Weld L.L.C. and/or Ultra L.L.C. (the “Debtors”)

FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN A COPY OF IT TO:

1. Shapes/Arch Holdings L.L.C.
9000 River Road
Delair, NJ 08110
Attn: David Gollin, Esq.

2. Cozen O'Connor
Chase Manhattan Centre
1201 North Market St.
Suite 140
Wilmington, DE 19801
Attn: Mark E. Felger, Esq.

3. Cozen O'Connor
LibertyView, Suite 300
457 Haddonfield Road
Cherry Hill, NJ 08002
Attn: Jerrold N. Poslusny, Jr., Esq.
4. Office of the United States Trustee
One Newark Center
Suite 2100
Newark, NJ 07102
Attn: Peter J. D'Auria, Esq.
Attn: Jeffrey M. Sponder, Esq.
5. Blank Rome LLP
One Logan Square
130 North 18th Street
Philadelphia, PA 19103-6998
Attn: Joel Shapiro, Esq.
6. Blank Rome LLP
The Chrysler Building
405 Lexington Ave.
New York, NY 10174
Attn: Lawrence Flick, Esq.
7. Stradley Ronon
2600 One Commerce Square
Philadelphia, PA 19103
Attn: Paul A. Patterson, Esq.
Attn: Gary P. Scharnett , Esq.

If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:
Panitch Schwarze Belisario & Nadel LLP
2005 Market Street, Suite 2200
Once Commerce Square
Philadelphia, PA 19103
2. Date of Retention: March 16, 2008
3. Type of Service Provided (accounting, legal, etc.): Legal

4. Brief description of services to be provided:
: Transactional Intellectual Property services including protecting and securing
patents and trademark rights for the debtors.

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5. Arrangements for compensation (hourly, contingent, etc.):
Hourly _____
(a) Average hourly rate (if applicable): \$400.00
(b) Estimated average monthly compensation based on pre-
petition retention (if firm was employed pre-petition):
\$5000.00 _____

6. Pre-petition claims against any of the Debtors held by the firm:
Amount of claim: \$ 3,746.73
Date claim arose: _____
Source of claim: _____

7. Pre-petition claims against any of the Debtors held individually by
any member, associate or professional employee of the firm:

Name: n/a
Status: _____
Amount of claim: \$ _____
Date claim arose: _____
Source of claim: _____

8. Disclose the nature and provide a brief description of any interest
adverse to the Debtors or to their estates with respect to the matters
on which the above-named firm is to be employed:

n/a
